

August 27, 2007

Ms. Nancy M. Morris  
Secretary  
U.S. Securities and Exchange Commission  
100 F Street, NW  
Washington, DC 20549-1090

**Re:   Revisions to the Eligibility Requirements for Primary Securities  
      Offerings on Forms S-3 and F-3; File No. S7-10-07**

Dear Ms. Morris:

Roth Capital Partners, LLP (Roth) appreciates the opportunity to comment on the U.S. Securities and Exchange Commission's (Commission) proposal to expand the eligibility requirements for use of Forms S-3 and F-3 in connection with primary securities offerings by domestic and foreign private issuers. Roth is a privately owned full-service investment banking firm dedicated to the small and micro-cap market.

We support the Commission's efforts to remove unnecessary barriers to capital formation that many smaller issuers confront and to increase their opportunities to access the capital that helps drive our economy. A larger number of smaller public companies will benefit from the proposed rule changes, if adopted, by making it less expensive and less time-consuming for them to go to market. This will, in turn, permit many small and micro-cap issuers to take advantage of favorable market conditions when deciding to raise capital.

Form S-3 permits eligible domestic companies to register primary securities offerings under the Securities Act of 1933 and to rely on the filings made pursuant to the Securities and Exchange Act of 1934 for disclosure purposes. The use of Form S-3 provides many small issuers with a significant advantage in accessing the markets by streamlining the time and cost required to access capital. This flexibility is crucial because it allows companies to react quickly to changing market conditions and maximize shareholder value.

The proposed reforms to Form S-3 eligibility would permit companies with less than \$75 million in public float to register primary offerings of their securities provided that they i) meet all other conditions for use of Form S-3, ii) are not a shell company (and have not been one for at least 12 calendar months before filing the Form S-3, and iii) do not sell more than 20% of their public float in primary offerings over any period of 12 calendar months. Roth supports the goals of these



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C) Have the 20% limitation apply only to sales pursuant to Form S-3 and not to private sales or those executed pursuant to Forms S-1 or S-2.

Again, we appreciate the opportunity to share our views with you concerning the proposed changes to the eligibility requirements for securities offerings on Forms S-3 and F-3. Thank you for your consideration.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Byron C. Roth". The signature is fluid and cursive, with the first name "Byron" being more prominent and the last name "Roth" following in a similar style.

Byron C. Roth  
Chairman and CEO